



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>
TTY: 1-888-835-5322

DOCKET FILE COPY ORIGINAL

DA 05-1591

Released: June 2, 2005

MEDIA BUREAU ACTION

ADELPHIA COMMUNICATIONS CORPORATION, DEBTOR-IN-POSSESSION, TIME WARNER INC. AND COMCAST CORPORATION SEEK APPROVAL TO TRANSFER CONTROL AND/OR ASSIGN FCC AUTHORIZATIONS AND LICENSES

MB Docket No. 05-192

PLEADING CYCLE ESTABLISHED

Comments/Petitions Due: July 5, 2005

Responses/Oppositions to Petitions Due: July 20, 2005

On May 18, 2005, Adelphia Communications Corporation ("Adelphia"), Time Warner Inc. ("Time Warner") and Comcast Corporation ("Comcast") (collectively, "Applicants") submitted joint applications to the Commission seeking consent to transfer control of and/or assign various Commission licenses and authorizations pursuant to Section 214 and 310(d) of the Communications Act of 1934.¹ The proposed license transfers and assignments are associated with a series of transactions ("Transactions") that when completed will effectuate the sale of certain cable systems and assets of Adelphia and its affiliates and related entities to subsidiaries or affiliates of Time Warner; the sale of certain cable systems and assets of Adelphia to subsidiaries or affiliates of Comcast; the exchange of certain cable systems and assets between affiliates or subsidiaries of Time Warner and Comcast; and the redemption of Comcast's

¹ See 47 U.S.C. §§ 214, 310(d); Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corporation, Assignors, to Time Warner Cable Inc., Assignees; Adelphia Communications Corporation, Assignors and Transferors, to Comcast Corporation, Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee, Applications and Public Interest Statement ("Application"), MB Docket No. 05-192 (filed May 18, 2005).

interest in Time Warner Cable Inc. ("Time Warner Cable") and Time Warner Entertainment Company, L.P. ("TWE").²

The proposed Transactions involve a series of agreements whereby Time Warner Cable and Comcast separately will acquire various cable systems that, in the aggregate, comprise substantially all of the domestic cable systems owned or managed by Adelphia for a total of \$12.7 billion in cash. Adelphia provides cable service to approximately five million subscribers, making it the fifth largest cable television company and the seventh largest multichannel video programming distributor ("MVPD") in the United States.³ Comcast is the nation's largest MVPD and will remain so upon completion of the Transactions. Today, Comcast states that it serves approximately 26.1 million subscribers in 35 states and the District of Columbia, or 28.2% of MVPD subscribers nationwide.⁴ Time Warner Cable states that it owns or manages cable systems serving 13.1 million cable subscribers in 27 states, making it the nation's second largest cable operator and third largest MVPD.⁵

As part of the initial phase of the overall transaction, in accordance with separate purchase agreements, Time Warner NY Cable (TWNy), a wholly-owned subsidiary of Time Warner Cable, and Comcast will each acquire a portion of substantially all of the cable systems owned or operated by Adelphia (the "Adelphia transactions"). Time Warner Cable will pay \$9.2 billion in cash and issue common shares totaling 16% of Time Warner Cable's outstanding common equity to Adelphia stakeholders. Comcast will pay \$3.5 billion in cash. Each of the Adelphia transactions is conditioned upon contemporaneous consummation of the other. The Adelphia transactions are not dependent on the occurrence of the additional system swaps and redemption transactions between Time Warner Cable and Comcast.

Upon consummation of the Adelphia transactions, Time Warner Cable and Comcast will exchange certain cable systems owned by affiliates of Time Warner or Comcast, respectively, together with certain cable systems to be acquired in the Adelphia transactions. In the exchange transactions, Time Warner Cable will receive current Comcast systems located in or around Los Angeles, California; Cleveland, Ohio; and Dallas, Texas, and systems currently owned by Century-TCI California Communications, L.P., in the Los Angeles area, and by Parnassos Communications, L.P. and Western Cablevision, L.P., in Ohio and western New York. Comcast will receive Time Warner's current cable systems serving portions of Philadelphia, Pennsylvania and certain systems currently owned by Adelphia located in California, Colorado, Connecticut, Florida, Georgia, Kentucky, Massachusetts, Maryland,

² A complete list of the licenses and authorizations held by Adelphia, Time Warner and Comcast and subject to the filed applications is set forth in the Attachment and Appendix.

³ Adelphia's subscriber count includes subscribers served by several joint ventures with Comcast: the Century-TCI Joint Venture and the Parnassos Joint Ventures. Adelphia also serves subscribers through joint ventures with TeleMedia Corporation of Delaware.

⁴ Comcast estimates there are 92.6 million MVPD subscribers nationwide (citing Kagan Media Money, April 26, 2005, at 7). Approximately 21.5 million subscribers are served by Comcast's wholly owned systems; approximately 4.6 million are served by systems owned jointly by Comcast and other cable operators. These include systems jointly owned with Time Warner, which serve approximately 1.5 million subscribers.

⁵ This total includes subscribers served by systems owned jointly with other cable operators, including systems co-owned with Comcast that serve 1.5 million subscribers, and systems owned jointly with the Time Warner Entertainment-Advance/Newhouse Partnership ("TWE-A/N"). TWE-A/N owns systems serving 5.1 million subscribers, of which systems serving 2.9 million subscribers are managed by Time Warner. The remaining 2.2 million TWE-A/N subscribers are served by systems managed by Bright House Networks, an affiliate of Advance/Newhouse. These systems are attributable to Time Warner Cable.

North Carolina, New Hampshire, New York, Pennsylvania, Tennessee, Virginia, Vermont, Washington and West Virginia.

Also upon consummation of the Adelphia transactions, Time Warner Cable and Comcast will execute two Redemption Agreements. First, Time Warner Cable will redeem Comcast's 17.9% equity interest in Time Warner Cable, currently held in an FCC-mandated trust, in exchange for 100% of the common stock of a Time Warner Cable subsidiary that ultimately will own various cable systems, plus approximately \$1.9 billion in cash and 600,000 subscribers. Second, TWE will redeem Comcast's 4.7% limited partnership interest in TWE in exchange for approximately \$133 million in cash, 150,000 subscribers and 100% of the membership interests of a limited liability company that will own various Time Warner Cable systems.

Finally, upon consummation of the Adelphia transactions, certain FCC licenses held by Adelphia will be assigned (or control transferred) to Comcast, its subsidiaries or affiliates, and other Adelphia FCC licenses will be assigned to subsidiaries or affiliates of Time Warner Cable. In addition, upon consummation of the Time Warner/Comcast exchange agreements, control of certain subsidiaries or affiliates of Time Warner Cable or Comcast, respectively, holding FCC licenses (including certain FCC licenses acquired from Adelphia), will be transferred from Time Warner to Comcast or from Comcast to Time Warner. Upon consummation of the redemption agreements between Comcast and Time Warner Cable and TWE, certain FCC licenses will be assigned first to a newly formed Time Warner Cable subsidiary on a *pro forma* basis, and then control of the new entity will be transferred from Time Warner to Comcast. The Applications seek consent for those various assignments and/or transfers of control. Comcast states that upon completion of the Transactions, it will serve approximately 26.8 million subscribers, or 28.9% of MVPD subscribers.⁶ Time Warner Cable states that, as a result of the Transactions, will add 3.5 million basic video subscribers, in total serving 16.6 million basic subscribers nationally, or 17.9% of MVPD subscribers. Time Warner Cable expects to emerge as the second largest MVPD in the United States. Also, upon completion of the Transactions, Time Warner Cable will become a publicly traded company. Time Warner will hold 84% of the common stock and 91% of the voting control of Time Warner Cable. Adelphia stakeholders collectively will hold the remaining 16% of common stock of Time Warner Cable.

EX PARTE STATUS OF THIS PROCEEDING

Because this proceeding involves broad public policy issues, the proceeding will be treated as "permit but disclose" for purposes of the Commission's *ex parte* rules. See generally 47 C.F.R. §§ 1.1200-1.1216. Should circumstances warrant, this proceeding or any related proceeding may be designated as restricted. As a result of the permit-but-disclose status of this proceeding, *ex parte* presentations will be governed by the procedures set forth in Section 1.1206 of the Commission's rules applicable to non-restricted proceedings.⁷

⁶ Approximately 23.3 million of these subscribers will be served by wholly owned systems, and 3.5 million will be served by systems owned jointly with others. Although Comcast expects to add approximately 1.8 million wholly owned subscribers through the Transactions, its total number of subscribers served through jointly owned systems will decrease by approximately 1.1 million, for a net increase of 680,000 subscribers, or 0.73% of MVPD subscribers.

⁷ An *ex parte* presentation is any communication (spoken or written) directed to the merits or outcome of a proceeding made to a Commissioner, a Commissioner's assistant, or other decision-making staff member, that, if written, is not served on other parties to the proceeding or, if oral, is made without an opportunity for all parties to be present. See 47 C.F.R. § 1.1201.

Parties making oral *ex parte* presentations are directed to the Commission's statement re-emphasizing the public's responsibility in permit-but-disclose proceedings and are reminded that memoranda summarizing the presentation must contain the presentation's substance and not merely list the subjects discussed.⁸ More than a one- or two-sentence description of the views and arguments presented is generally required.⁹ We urge parties to use ECFS to file *ex parte* submissions.¹⁰

GENERAL INFORMATION

The applications for transfer of control of the licenses and authorizations referenced herein, upon initial review, have been accepted for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules, regulations, or policies.

Interested parties must file comments or petitions to deny no later than July 5, 2005. Persons and entities that file comments or petitions to deny become parties to the proceeding. They may participate fully in the proceeding, including seeking access to any confidential information that may be filed under a protective order, seeking reconsideration of decisions, and filing appeals of a final decision to the courts. Responses or oppositions to such pleadings must be filed no later than July 20, 2005. All filings concerning matters referenced in this Public Notice should refer to MB Docket No. 05-192, as well as the specific file numbers of the individual applications or other matters to which the filings pertain (unless the filings pertain to all applications).

Under the Commission's current procedures for the submission of filings and other documents, submissions in this matter may be filed electronically (*i.e.*, through ECFS) or by hand delivery to the Commission's Massachusetts Avenue location.

- **If filed by ECFS**, comments shall be sent as an electronic file via the Internet to <http://www.fcc.gov/e-file/ecfs.html>. In completing the transmittal screen, commenters should include their full name, Postal Service mailing address, and the applicable docket number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions for e-mail comments, commenters should send an e-mail to ecfs@fcc.gov, and should include the following words in the body of the message, "get form<your e-mail address>." A sample form and directions will be sent in reply.
- **If filed by paper**, the original and four copies of each filing must be filed by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). The Commission's contractor, Natek, Inc., will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service

⁸ See *Commission Emphasizes the Public's Responsibilities in Permit-But-Disclose Proceedings*, Public Notice, FCC 00-358, 15 FCC Rcd 19945 (2000).

⁹ See 47 C.F.R. § 1.1206(b)(2), as revised. Other rules pertaining to oral and written presentations are set forth in Section 1.1206(b) as well.

¹⁰ See "General Information" section.

Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class mail, Express Mail, and Priority Mail should be addressed to 445 12th Street, S.W., Washington, D.C. 20554. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

In addition, one copy of each pleading must be sent to each of the following:

1. The Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, DC 20554, telephone 1-800-378-3160, or via e-mail at www.bcpiweb.com;
2. Barbara Esbin, Media Bureau, Room 3-C458, e-mail, Barbara.Esbin@fcc.gov.¹¹
3. Tracy Waldon, Media Bureau, Room 3-C488; e-mail Tracy.Waldon@fcc.gov.
4. Royce Sherlock, Media Bureau, Room 2-C360; e-mail Royce.Sherlock@fcc.gov.
5. Marcia Glauberman, Media Bureau, Room 2-C264; e-mail Marcia.Glauberman@fcc.gov.
6. Julie Salovaara, Media Bureau, Room 2-C262; e-mail Julie.Salovaara@fcc.gov.
7. Wayne McKee, Media Bureau, Room 4-C737; e-mail Wayne.McKee@fcc.gov.
8. Jim Bird, Office of General Counsel, Room 8-C824; e-mail James.Bird@fcc.gov.
9. Jeff Tobias, Wireless Telecommunications Bureau, Room 3-A432; e-mail Jeff.Tobias@fcc.gov.
10. JoAnn Lucanik, International Bureau, Room 6-A660; e-mail JoAnn.Lucanik@fcc.gov.
11. Kimberly Jackson, Wireline Competition Bureau, Room 5-C142; e-mail Kimberly.Jackson@fcc.gov.

Copies of the applications and any subsequently filed documents in this matter may be obtained from Best Copy and Printing, Inc., Portals II, 445 12th Street, SW, Room CY-B402, Washington, D.C. 20554, telephone 1-800-378-3160, or via e-mail www.bcpiweb.com. The applications and any associated documents are also available for public inspection and copying during normal reference room hours at the following Commission office: FCC Reference Information Center, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. The applications are also available electronically through the Commission's ECFS, which may be accessed on the Commission's Internet website at <http://www.fcc.gov>. Additional information regarding the transaction will be available on the FCC's Office of General Counsel's website, <http://www.fcc.gov/ogc>, which will contain a fully indexed, unofficial listing and electronic copies of all materials in this docket. Alternate formats of this public notice (computer diskette, large print, audio recording, and Braille) are available to persons with disabilities by contacting Brian Millin at (202) 418-7426 (voice), (202) 418-7365 (TTY), or send an e-mail to access@fcc.gov.

For further information, contact Barbara Esbin, (202) 418-7200, Royce Sherlock, (202) 418-2330, or Julie Salovaara, (202) 418-0783. Press inquiries should be directed to Rebecca Fisher, (202) 418-2359, of the Media Bureau. TTY: (202) 418-7172 or (888) 835-5322.

-FCC-

¹¹ The street address for all Commission staff is 445 12th Street, S.W., Washington, D.C. 20554.

ATTACHMENT

The consolidated applications filed by Adelphia, Time Warner and Comcast include Commission authorizations and licenses listed in the Attachment below. They are separated by the type of authorization or license, and, within each category, listed by licensee name, application or ULS file number, call sign or lead call sign (for ULS filings), and/or other service-specific information, as appropriate. Interested parties should refer to the applications for a more detailed listing of the authorizations or licenses. Each of the Applicants' subsidiaries or affiliates may hold multiple authorizations or licenses of a particular type. Parties should be aware that additional applications may have to be filed to identify any additional authorizations involved in this transaction. Further, the proposed transactions involve a series of discrete phases or steps, each of which are subject to Commission review. As indicated in the Public Notice, the purchase of Adelphia cable systems by Time Warner Cable and Comcast are not dependent on the occurrence of the system swaps and the redemption transactions as set forth in the Applications.

Part 78 – Cable Television Relay Service (CARS)

Licenses to be assigned to **Time Warner NY Cable LLC**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050520AF-08	Adelphia CAVS of San Bernardino, LLC (DIP)	WAX-28
CAR-20050520AG-08	Adelphia California Cablevision, LLC (DIP)	WLY-433
CAR-20050520AH-08	Adelphia Communications of CA, LLC (DIP)	KD-55007
CAR-20050520AI-08	Adelphia Communications of CA, LLC (DIP)	WSJ-903
CAR-20050520AJ-08	CDA Cable, Inc. (DIP)	WAD-611
CAR-20050520AK-08	CDA Cable, Inc. (DIP)	WHZ-765
CAR-20050523AA-08	Century TCI-California, LP (DIP)	WLY-269
CAR-20050523AB-08	FrontierVision Operating Partners, LP (DIP)	WSA-48
CAR-20050523AC-08	FrontierVision Operating Partners, LP (DIP)	WAD-626
CAR-20050523AD-08	FrontierVision Operating Partners, LP (DIP)	WGZ-433
CAR-20050523AE-08	FrontierVision Operating Partners, LP (DIP)	WGZ-434
CAR-20050523AF-08	FrontierVision Operating Partners, LP (DIP)	WHZ-446
CAR-20050523AG-08	FrontierVision Operating Partners, LP (DIP)	WLY-609
CAR-20050523AH-08	FrontierVision Operating Partners, LP (DIP)	WLY-205
CAR-20050523AI-08	FrontierVision Operating Partners, LP (DIP)	WLY-335
CAR-20050523AJ-08	FrontierVision Operating Partners, LP (DIP)	WLY-399
CAR-20050523AK-08	Highland Carlsbad Operating Subsidiary, Inc.	WGV-957
CAR-20050523AL-08	Kootenai Cable, Inc. (DIP)	WGZ-269
CAR-20050523AM-08	Kootenai Cable, Inc. (DIP)	WLY-662
CAR-20050523AN-08	Mountain Cable Company, LP (DIP)	WGZ-335
CAR-20050523AO-08	Mountain Cable Company, LP (DIP)	WGZ-413
CAR-20050523AP-08	Pullman TV Cable Company, Inc. (DIP)	WAE-605
CAR-20050523AQ-08	Pullman TV Cable Company, Inc. (DIP)	WAE-606
CAR-20050523AR-08	Southwest Colorado Cable, Inc. (DIP)	WHZ-293
CAR-20050523AS-08	Southwest Colorado Cable, Inc. (DIP)	WHZ-301
CAR-20050523AT-08	Yuma Cablevision, Inc. (DIP)	KB-60101
CAR-20050523AU-08	Yuma Cablevision, Inc. (DIP)	WAJ-458
CAR-20050523AV-08	Yuma Cablevision, Inc. (DIP)	WLY-809
CAR-20050524AP-08	Century Cablevision Holdings, LLC (DIP)	WLY-627

Licenses to be assigned to **CAC Exchange I LLC**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050524AC-08	Century-TCI California, LP (DIP)	WHZ-879
CAR-20050524AD-08	Century-TCI California, LP (DIP)	WHZ-880
CAR-20050524AE-08	Century-TCI California, LP (DIP)	WHZ-886

License to be assigned to **CAP Exchange I LLC**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050524AF-08	Parnassoss, LP (DIP)	WGH-439

Licenses to be assigned to **C-Native Exchange I, LLC (Pro forma)**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050524AG-08	Comcast of Los Angeles, Inc.	WLY-348
CAR-20050524AH-08	Comcast of Los Angeles, Inc.	WLY-501

Licenses to be assigned to **C-Native Exchange III, LP (Pro forma)**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050524AI-08	Comcast of CA/CO/IL/IN/TX, Inc.	WHZ-677
CAR-20050524AJ-08	Comcast of CA/CO/IL/IN/TX, Inc.	WGV-990
CAR-20050524AK-08	Comcast of CA/CO/IL/IN/TX, Inc.	WLY-812
CAR-20050524AL-08	Comcast of CA/CO/IL/IN/TX, Inc.	WLY-816
CAR-20050524AM-08	Comcast of CA/CO/IL/IN/TX, Inc.	WLY-817
CAR-20050524AN-08	Comcast of CA/CO/IL/IN/TX, Inc.	WLY-815
CAR-20050524AO-08	Comcast of Dallas, LP	KA-80623

Two-Part Transactions

STEP 1

Licenses to be assigned to **Cable Holdco Exchange II LLC**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050519AA-08	Owensboro-Brunswick, Inc. (DIP)	WLY-810
CAR-20050519AB-08	Owensboro-Brunswick, Inc. (DIP)	WLY-436
CAR-20050519AC-08	Olympus Communications, LP (DIP)	WLY-347

Licenses to be assigned to **Cable Holdco Exchange I LLC**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050519AD-08	Century Colorado Springs Partnership (DIP)	WJN-35
CAR-20050519AE-08	Century Colorado Springs Partnership (DIP)	WLY-440
CAR-20050519AF-08	Century Colorado Springs Partnership (DIP)	WLY-790
CAR-20050519AG-08	Century Trinidad Cable Television Corp., (DIP)	WGI-777
CAR-20050519AH-08	Adelphia Central Pennsylvania, LLC (DIP)	WLY-512

License to be assigned to **Cable Holdco Exchange IV-2, LLC**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050520-AA-08	Century Virginia Corp. (DIP)	WHZ-485

Licenses to be assigned to **Cable Holdco Exchange V, LLC**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
-----------------	-----------------	------------------

CAR-20050520AC-08	Century Mendocino Cable Television, Inc. (DIP)	WAD-902
CAR-20050520AD-08	Century Mendocino Cable Television, Inc. (DIP)	WLY-818
CAR-20050520AE-08	Century Mendocino Cable Television, Inc. (DIP)	WSF-24

License to be assigned to **Cable Holdco II Inc. (Pro forma)**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050523AW-08	Time Warner Inc.	WHZ-238
CAR-20050523AX-08	Time Warner Inc.	WHZ-244

STEP 2

Control of licensee to be transferred to **Comcast Corporation**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050523AY-09	Cable Holdco Exchange I LLC	WLY-512
CAR-20050523AZ-09	Cable Holdco Exchange I LLC	WJN-35
CAR-20050523BA-09	Cable Holdco Exchange I LLC	WLY-440
CAR-20050523BB-09	Cable Holdco Exchange I LLC	WLY-790
CAR-20050523BC-09	Cable Holdco Exchange I LLC	WGI-777
CAR-20050523BD-09	Cable Holdco Exchange II LLC	WLY-347
CAR-20050523BE-09	Cable Holdco Exchange II LLC	WHZ-810
CAR-20050523BF-09	Cable Holdco Exchange II LLC	WLY-436
CAR-20050523BG-09	Cable Holdco Exchange IV-2, LLC	WHZ-485
CAR-20050523BH-09	Cable Holdco Exchange V, LLC	WAD-902
CAR-20050523BI-09	Cable Holdco Exchange V, LLC	WLY-818
CAR-20050523BJ-09	Cable Holdco Exchange V, LLC	WSF-24
CAR-20050524AA-09	Cable Holdco II Inc.	WHZ-238
CAR-20050524AB-09	Cable Holdco II Inc.	WHZ-244

Control of licensee to be transferred to **Time Warner, Inc.**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050602AA-09	C-Native Exchange I, LLC	WLY-501
CAR-20050602AB-09	C-Native Exchange I, LLC	WLY-348
CAR-20050602AC-09	C-Native Exchange III, LP	WHZ-677
CAR-20050602AD-09	C-Native Exchange III, LP	WGV-990
CAR-20050602AE-09	C-Native Exchange III, LP	WLY-812
CAR-20050602AF-09	C-Native Exchange III, LP	WLY-816
CAR-20050602AG-09	C-Native Exchange III, LP	WLY-817
CAR-20050602AH-09	C-Native Exchange III, LP	WLY-815
CAR-20050602AI-09	C-Native Exchange III, LP	KA-80623
CAR-20050602AJ-09	CAC Exchange I LLC	WHZ-879
CAR-20050602AK-09	CAC Exchange I LLC	WHZ-880
CAR-20050602AL-09	CAC Exchange I LLC	WHZ-886
CAR-20050602AM-09	CAP Exchange I LLC	WGH-439

Part 25 – Satellite Communications¹²

Receive-Only Satellite Earth Stations (TVRO)

<u>File No.</u>	<u>Licensee/Registrant</u>	<u>Call Sign</u>
	Adelphia Cable Partners, L.P. (DIP)	E890880
	Adelphia Cable Partners, L.P. (DIP)	E920509
	Adelphia Cablevision Associates, L.P. (DIP)	E880841
	Adelphia Cablevision Corp. (DIP)	E2018
	Adelphia Cablevision Corp. (DIP)	E3571
	Adelphia Cablevision Corp. (DIP)	E6210
	Adelphia Cablevision Corp. (DIP)	E860973
	Adelphia Cablevision Corp. (DIP)	WF85
	Adelphia Cablevision of Boca Raton, LLC (DIP)	WY83
	Adelphia Cablevision of Inland Empire LLC (DIP)	E890798
	Adelphia Cablevision of New York, Inc. (DIP)	E3238
	Adelphia Cablevision of New York, Inc. (DIP)	E9003
	Adelphia Cablevision of Newport Beach, LLC (DIP)	KB62
	Adelphia Cablevision of Orange County II, LLC (DIP)	E940171
	Adelphia Cablevision of San Bernardino, LLC (DIP)	E910277
	Adelphia Cablevision of Seal Beach, LLC (DIP)	E2321
	Adelphia Cablevision of Simi Valley, LLC (DIP)	E7300
	Adelphia Cablevision of West Palm Beach IV, LLC (DIP)	E970171
	Adelphia Cablevision of West Palm Beach, LLC	E865158
	Adelphia California Cablevision, LLC (DIP)	E3505
	Adelphia California Cablevision, LLC (DIP)	E890881
	Adelphia California Cablevision, LLC (DIP)	E890882
	Adelphia California Cablevision, LLC (DIP)	E890887
	Adelphia California Cablevision, LLC (DIP)	E890888
	Adelphia California Cablevision, LLC (DIP)	E890889
	Adelphia California Cablevision, LLC (DIP)	E890890
	Adelphia California Cablevision, LLC (DIP)	E900327
	Adelphia California Cablevision, LLC (DIP)	E900328
	Adelphia California Cablevision, LLC (DIP)	E900386

¹² We note that assignment applications for some of the FCC licenses subject to the Asset Purchase Agreement (that is, the receive-only earth stations held by Adelphia), have not been filed as of this date. In the case of receive-only earth stations, our procedures do not require the filing of transfer or assignment applications, but instead require that the Applicants report the changes in station operator on FCC Form 312 and Schedule A. These changes are then published in the International Bureau's routine Actions Taken public notices and recorded in the Bureau's appropriate data base. See *Deregulation of Domestic Receive-Only Satellite Earth Stations*, Second Report and Order, FCC 86-133, 104 FCC 2d 348, 353 (1986); *New Rules for Part 25 – Satellite Communications*, Public Notice, DA 91-763, Report No. DS-1097, 6 FCC Rcd 3738 (1991); and *Implementation of New Part 25 Regulations for Satellite Space and Earth Station Application and Licensing Procedures*, Public Notice, DA 97-1967, Report No. SPB-104, 12 FCC Rcd 13850 (1997). Thus, if the proposed transactions before us are ultimately approved, we expect the Applicants will report changes in the ownership of the receive-only earth stations listed in Appendix P of the Applications and Public Interest Statement, as we view these receive-only earth stations within the scope of the transactions now under review.

Adelphia Central Pennsylvania, LLC (DIP)	E2442
Adelphia Central Pennsylvania, LLC (DIP)	E2471
Adelphia Central Pennsylvania, LLC (DIP)	E2489
Adelphia Central Pennsylvania, LLC (DIP)	E2723
Adelphia Central Pennsylvania, LLC (DIP)	E2779
Adelphia Central Pennsylvania, LLC (DIP)	E2983
Adelphia Central Pennsylvania, LLC (DIP)	E3259
Adelphia Central Pennsylvania, LLC (DIP)	E3876
Adelphia Central Pennsylvania, LLC (DIP)	E3952
Adelphia Central Pennsylvania, LLC (DIP)	E4086
Adelphia Central Pennsylvania, LLC (DIP)	E5295
Adelphia Central Pennsylvania, LLC (DIP)	E5954
Adelphia Central Pennsylvania, LLC (DIP)	E6900
Adelphia Central Pennsylvania, LLC (DIP)	E850287
Adelphia Central Pennsylvania, LLC (DIP)	E859861
Adelphia Central Pennsylvania, LLC (DIP)	E870897
Adelphia Central Pennsylvania, LLC (DIP)	E873418
Adelphia Central Pennsylvania, LLC (DIP)	E873614
Adelphia Central Pennsylvania, LLC (DIP)	E873624
Adelphia Central Pennsylvania, LLC (DIP)	E900326
Adelphia Central Pennsylvania, LLC (DIP)	E9004
Adelphia Central Pennsylvania, LLC (DIP)	E9005
Adelphia Central Pennsylvania, LLC (DIP)	E9117
Adelphia Central Pennsylvania, LLC (DIP)	E920253
Adelphia Central Pennsylvania, LLC (DIP)	E940507
Adelphia Central Pennsylvania, LLC (DIP)	E960172
Adelphia Central Pennsylvania, LLC (DIP)	KH60
Adelphia Central Pennsylvania, LLC (DIP)	KK81
Adelphia Central Pennsylvania, LLC (DIP)	WE75
Adelphia Central Pennsylvania, LLC (DIP)	WF93
Adelphia Central Pennsylvania, LLC (DIP)	WQ77
Adelphia Central Pennsylvania, LLC (DIP)	WS91
Adelphia Central Pennsylvania, LLC (DIP)	WY93
Adelphia Cleveland LLC (DIP)	KK46
Adelphia Communications of California II, LLC (DIP)	KB97
Adelphia Communications of California, LLC (DIP)	E3118
Adelphia Communications of California, LLC (DIP)	E4448
Adelphia Communications of California, LLC (DIP)	E890795
Adelphia Company of Western Connecticut (DIP)	E6617
Adelphia Company of Western Connecticut (DIP)	WX39
Adelphia GS Cable, LLC (DIP)	E6474
Adelphia of the Midwest, Inc. (DIP)	E3198
Adelphia of the Midwest, Inc. (DIP)	E880888
Adelphia of the Midwest, Inc. (DIP)	E940138
Adelphia of the Midwest, Inc. (DIP)	E950223
Adelphia of the Midwest, Inc. (DIP)	E960153
Better TV, Inc. of Bennington, Debtor on Possession	WB57
Blacksburg/Salem Cablevision, Inc. (DIP)	E880852
Blacksburg/Salem Cablevision, Inc. (DIP)	E970173
CDA Cable, Inc. (DIP)	E873420

CDA Cable, Inc. (DIP)	E930144
Century Alabama Corp. (DIP)	WX31
Century Cable Holdings LLC (DIP)	E859968
Century Carolina Corporation (DIP)	WG36
Century Carolina Corporation (DIP)	WJ23
Century Carolina Corporation (DIP)	WS39
Century Colorado Springs Partnership (DIP)	E873419
Century Cullman Corp. (DIP)	E2404
Century Enterprise Cable Corp. (DIP)	E860682
Century Huntington Company (DIP)	WF57
Century Island Associates, Inc. (DIP)	E873416
Century Kansas Cable Television Corp. (DIP)	E3551
Century Lykens Cable Corp. (DIP)	E2573
Century Mendocino Cable Television Inc. (DIP)	E6191
Century Mendocino Cable Television Inc. (DIP)	WM59
Century Norwich Corp. (DIP)	E2558
Century Ohio Cable Television Corp. (DIP)	E920186
Century Ohio Cable Television Corp. (DIP)	WB50
Century Trinidad Cable Television Corp. (DIP)	E910224
Century Virginia Corp. (DIP)	WP43
Century-ML Cable Corporation	E870268
Century-ML Cable Venture, (DIP)	E4157
Century-TCI California, L.P. (DIP)	E010103
Century-TCI California, L.P. (DIP)	E2022
Century-TCI California, L.P. (DIP)	E3293
Century-TCI California, L.P. (DIP)	E5498
Century-TCI California, L.P. (DIP)	E6449
Century-TCI California, L.P. (DIP)	E860282
Century-TCI California, L.P. (DIP)	E873621
Century-TCI California, L.P. (DIP)	E890947
Century-TCI California, L.P. (DIP)	E930438
Century-TCI California, L.P. (DIP)	E960140
Century-TCI California, L.P. (DIP)	WB58
Century-TCI California, L.P. (DIP)	WM60
Century-TCI California, L.P. (DIP)	WM92
Century-TCI California, L.P. (DIP)	WS44
Chelsea Communications, LLC (DIP)	E2818
Chelsea Communications, LLC (DIP)	E3199
Chelsea Communications, LLC (DIP)	E3490
Chelsea Communications, LLC (DIP)	E6002
Chelsea Communications, LLC (DIP)	E7027
Chelsea Communications, LLC (DIP)	E890886
Chelsea Communications, LLC (DIP)	E890891
Chelsea Communications, LLC (DIP)	E900329
Chelsea Communications, LLC (DIP)	E9032
Chelsea Communications, LLC (DIP)	E970379
Chelsea Communications, LLC (DIP)	KV51
Chelsea Communications, LLC (DIP)	KW80
Chelsea Communications, LLC (DIP)	WB77
Chelsea Communications, LLC (DIP)	WG77

Chelsea Communications, LLC (DIP)	WL90
Chelsea Communications, LLC (DIP)	WM93
Chelsea Communications, LLC (DIP)	WT81
Chelsea Communications, LLC (DIP)	WV35
Comcast of California I, LLC	E874302
Comcast of California I, LLC	E874303
Comcast of California I, LLC	E874304
Comcast of California VII, Inc.	KL47
Comcast of California/Colorado/Illinois/Indiana/Texas, Inc.	E2124
Comcast of California/Colorado/Illinois/Indiana/Texas, Inc.	E2527
Comcast of California/Colorado/Illinois/Indiana/Texas, Inc.	E3672
Comcast of California/Colorado/Illinois/Indiana/Texas, Inc.	KZ97
Comcast of Costa Mesa, Inc.	E860337
Comcast of Cypress, Inc.	E860336
Comcast of Dallas, LP	E3107
Comcast of Dallas, LP	E891027
Comcast of Dallas, LP	E900497
Comcast of Illinois/Texas, Inc.	KJ44
Comcast of Illinois/Texas, Inc.	KL41
Comcast of Indiana/Michigan/Texas, LP	E4090
Comcast of Indiana/Michigan/Texas, LP	E940277
Comcast of Los Angeles, Inc.	E2480
Comcast of Los Angeles, Inc.	E3882
Comcast of Los Angeles, Inc.	E4239
Comcast of Los Angeles, Inc.	E5048
Comcast of Los Angeles, Inc.	E5057
Comcast of Los Angeles, Inc.	E873365
Comcast of Los Angeles, Inc.	E874223
Comcast of Los Angeles, Inc.	E880022
Comcast of Los Angeles, Inc.	E880023
Comcast of Los Angeles, Inc.	E880024
Comcast of Massachusetts/New Hampshire/Ohio, Inc.	E900577
Comcast of Massachusetts/New Hampshire/Ohio, Inc.	E920188
Comcast of Newhall, Inc.	KP72
Comcast of Plano, LP	E6596
Comcast of Richardson, LP	E6150
Comcast of Texas I, LP	KE90
Comcast of Texas II, LP	E5358
Comcast of Texas II, LP	E5587
Comcast of Texas II, LP	E5602
Comcast of Texas II, LP	E870041
Comcast of Texas II, LP	E900498
Comcast of Texas II, LP	KR52
Coudersport TV Cable Company	E859862
Desert Hot Springs Cablevision, Inc.	E4439
Eastern Virginia Cablevision, L.P. (DIP)	E910122
FOP Indiana, L.P. (DIP)	E3192
FrontierVision Operating Partners, L.P. (DIP)	E2364
FrontierVision Operating Partners, L.P. (DIP)	E2379
FrontierVision Operating Partners, L.P. (DIP)	E2391

FrontierVision Operating Partners, L.P. (DIP)	E2425
FrontierVision Operating Partners, L.P. (DIP)	E2562
FrontierVision Operating Partners, L.P. (DIP)	E2746
FrontierVision Operating Partners, L.P. (DIP)	E3049
FrontierVision Operating Partners, L.P. (DIP)	E3190
FrontierVision Operating Partners, L.P. (DIP)	E3193
FrontierVision Operating Partners, L.P. (DIP)	E3542
FrontierVision Operating Partners, L.P. (DIP)	E3618
FrontierVision Operating Partners, L.P. (DIP)	E3838
FrontierVision Operating Partners, L.P. (DIP)	E3839
FrontierVision Operating Partners, L.P. (DIP)	E3840
FrontierVision Operating Partners, L.P. (DIP)	E4315
FrontierVision Operating Partners, L.P. (DIP)	E4338
FrontierVision Operating Partners, L.P. (DIP)	E4472
FrontierVision Operating Partners, L.P. (DIP)	E4478
FrontierVision Operating Partners, L.P. (DIP)	E4930
FrontierVision Operating Partners, L.P. (DIP)	E5083
FrontierVision Operating Partners, L.P. (DIP)	E5975
FrontierVision Operating Partners, L.P. (DIP)	E6301
FrontierVision Operating Partners, L.P. (DIP)	E6333
FrontierVision Operating Partners, L.P. (DIP)	E6338
FrontierVision Operating Partners, L.P. (DIP)	E7993
FrontierVision Operating Partners, L.P. (DIP)	E865079
FrontierVision Operating Partners, L.P. (DIP)	E870127
FrontierVision Operating Partners, L.P. (DIP)	E870266
FrontierVision Operating Partners, L.P. (DIP)	E870272
FrontierVision Operating Partners, L.P. (DIP)	E870893
FrontierVision Operating Partners, L.P. (DIP)	E872136
FrontierVision Operating Partners, L.P. (DIP)	E873625
FrontierVision Operating Partners, L.P. (DIP)	E880113
FrontierVision Operating Partners, L.P. (DIP)	E881085
FrontierVision Operating Partners, L.P. (DIP)	E881253
FrontierVision Operating Partners, L.P. (DIP)	E890830
FrontierVision Operating Partners, L.P. (DIP)	E890832
FrontierVision Operating Partners, L.P. (DIP)	E900388
FrontierVision Operating Partners, L.P. (DIP)	E900679
FrontierVision Operating Partners, L.P. (DIP)	E900963
FrontierVision Operating Partners, L.P. (DIP)	E910144
FrontierVision Operating Partners, L.P. (DIP)	E910437
FrontierVision Operating Partners, L.P. (DIP)	E920351
FrontierVision Operating Partners, L.P. (DIP)	E920508
FrontierVision Operating Partners, L.P. (DIP)	E930117
FrontierVision Operating Partners, L.P. (DIP)	E930156
FrontierVision Operating Partners, L.P. (DIP)	E940504
FrontierVision Operating Partners, L.P. (DIP)	E9439
FrontierVision Operating Partners, L.P. (DIP)	E950095
FrontierVision Operating Partners, L.P. (DIP)	E950315
FrontierVision Operating Partners, L.P. (DIP)	E960176
FrontierVision Operating Partners, L.P. (DIP)	E980528
FrontierVision Operating Partners, L.P. (DIP)	KG94

FrontierVision Operating Partners, L.P. (DIP)	KJ41
FrontierVision Operating Partners, L.P. (DIP)	KJ94
FrontierVision Operating Partners, L.P. (DIP)	WF74
FrontierVision Operating Partners, L.P. (DIP)	WH56
FrontierVision Operating Partners, L.P. (DIP)	WJ42
FrontierVision Operating Partners, L.P. (DIP)	WL29
FrontierVision Operating Partners, L.P. (DIP)	WP39
FrontierVision Operating Partners, L.P. (DIP)	WQ28
FrontierVision Operating Partners, L.P. (DIP)	WR89
FrontierVision Operating Partners, L.P. (DIP)	WR90
FrontierVision Operating Partners, L.P. (DIP)	WS36
FrontierVision Operating Partners, L.P. (DIP)	WT23
FrontierVision Operating Partners, L.P. (DIP)	WT30
FrontierVision Operating Partners, L.P. (DIP)	WT31
FrontierVision Operating Partners, L.P. (DIP)	WU55
FrontierVision Operating Partners, L.P. (DIP)	WY73
Global Acquisition Partners, L.P. (DIP)	E890126
Highland Carlsbad Operating Subsidiary, Inc.	E3534
Highland Carlsbad Operating Subsidiary, Inc.	E4438
Highland Video Associates, L.P.	WE47
Hilton Head Communications, L.P.	KF77
Imperial Valley Cablevision, Inc. (DIP)	E3550
KBL Cablesystems of Minneapolis, LP	E6737
Key Biscayne Cablevision (DIP)	WG76
Kootenai Cable, Inc. (DIP)	E010259
Kootenai Cable, Inc. (DIP)	E890358
Kootenai Cable, Inc. (DIP)	WN32
Martha's Vineyard Cablevision, L.P. (DIP)	E6130
Mickelson Media, Inc. (DIP)	E950352
Mountain Cable Company, L.P. (DIP)	E3887
Mountain Cable Company, L.P. (DIP)	E5611
Mountain Cable Company, L.P. (DIP)	E5674
Mountain Cable Company, L.P. (DIP)	E930155
Mountain Cable Company, L.P. (DIP)	WF73
Mountain Cable Company, L.P. (DIP)	WH21
Mountain Cable Company, L.P. (DIP)	WL25
Mountain Cable Company, L.P. (DIP)	WV36
National Cable Acquisition Associates, L.P. (DIP)	E4341
National Cable Acquisition Associates, L.P. (DIP)	E870271
Owensboro-Brunswick, Inc. (DIP)	E3634
Owensboro-Brunswick, Inc. (DIP)	E860955
Parnassos, L.P. (DIP)	E2072
Parnassos, L.P. (DIP)	E3073
Parnassos, L.P. (DIP)	E3201
Parnassos, L.P. (DIP)	E3284
Parnassos, L.P. (DIP)	E7924
Parnassos, L.P. (DIP)	E880393
Parnassos, L.P. (DIP)	E900151
Parnassos, L.P. (DIP)	E9194
Parnassos, L.P. (DIP)	E930116

Parnassos, L.P. (DIP)	E960299
Parnassos, L.P. (DIP)	E970172
Parnassos, L.P. (DIP)	WS55
Pullman TV Cable Co., Inc. (DIP)	E3075
Rentavision of Brunswick, Inc. (DIP)	E870269
Scranton Cablevision, Inc. (DIP)	WY82
Southeast Florida Cable, Inc. (DIP)	E2369
Southeast Florida Cable, Inc. (DIP)	E2477
Southeast Florida Cable, Inc. (DIP)	E3436
Southeast Florida Cable, Inc. (DIP)	E3506
Southeast Florida Cable, Inc. (DIP)	E5020
Southeast Florida Cable, Inc. (DIP)	E6756
Southeast Florida Cable, Inc. (DIP)	E860184
Southwest Colorado Cable, Inc. (DIP)	E3491
Southwest Colorado Cable, Inc. (DIP)	E860681
SVHH Cable Acquisition, L.P. (DIP)	E4853
SVHH Cable Acquisition, L.P. (DIP)	E880474
SVHH Cable Acquisition, L.P. (DIP)	E880850
SVHH Cable Acquisition, L.P. (DIP)	E900789
SVHH Cable Acquisition, L.P. (DIP)	WP46
Three Rivers Cable Associates, L.P. (DIP)	E900387
Three Rivers Cable Associates, L.P. (DIP)	E960066
Time Warner Cable Inc.	E5279
Time Warner Cable Inc.	E5965
Time Warner Cable Inc.	E6144
Time Warner Cable Inc.	E860479
Time Warner Cable Inc.	E880383
Time Warner Cable Inc.	WR53
Time Warner Entertainment Co., L.P.	E2481
Time Warner Entertainment Co., L.P.	E3256
Time Warner Entertainment Co., L.P.	E3561
Time Warner Entertainment Co., L.P.	E4281
Time Warner Entertainment Co., L.P.	E4433
Time Warner Entertainment Co., L.P.	E4513
Time Warner Entertainment Co., L.P.	E5382
Time Warner Entertainment Co., L.P.	E871302
Time Warner Entertainment Co., L.P.	E910123
Time Warner Entertainment Co., L.P.	E920573
Time Warner Entertainment Co., L.P.	E920598
Time Warner Entertainment Co., L.P.	KD51
Time Warner Entertainment Co., L.P.	KD80
Time Warner Entertainment Co., L.P.	KR31
Time Warner Entertainment Co., L.P.	WB46
Time Warner Entertainment Co., L.P.	WL84
Time Warner Entertainment Co., L.P.	WZ34
Time Warner Entertainment-Advance/Newhouse Partnership	KY26
UCA, LLC (DIP)	E2422
UCA, LLC (DIP)	E2426
UCA, LLC (DIP)	E2629
UCA, LLC (DIP)	E4010

UCA, LLC (DIP)	E5927
UCA, LLC (DIP)	E6438
UCA, LLC (DIP)	E8221
UCA, LLC (DIP)	E8325
UCA, LLC (DIP)	E865088
UCA, LLC (DIP)	E865184
UCA, LLC (DIP)	E873634
UCA, LLC (DIP)	E881189
UCA, LLC (DIP)	E890028
UCA, LLC (DIP)	E980264
UCA, LLC (DIP)	KM99
UCA, LLC (DIP)	WQ39
UCA, LLC (DIP)	WR73
UCA, LLC (DIP)	WU94
Valley Video, Inc. (DIP)	E5060
Western NY Cablevision, L.P. (DIP)	E960141
Yuma Cablevision, Inc. (DIP)	E2427

Section 214 Authorizations

Part 63 – Domestic Section 214 Authority

The Applicants have filed four applications for consent to the transfer of control of domestic section 214 authority in connection with the transaction described above.¹³

Parts 90 and 101 – Wireless Radio Services Applications

<u>File No.</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0002159061	Adelphia Cablevision of New York Inc, (DIP)	KEY243
0002159194	Adelphia Cablevision of the Kennebunks, LLC, (DIP)	KNJD338
0002159198	Adelphia Cleveland LLC, (DIP)	WNKS662
0002159211	Adelphia California Cablevision, LLC, (DIP)	WNTM202
0002159215	Adelphia Communications of California II, LLC, (DIP)	KTM739
0002159217	Adelphia of the Midwest Inc, LLC, (DIP)	KNFK941
0002159219	CDA Cable, Inc., (DIP)	KNIK432
0002159222	Century Alabama Corp., (DIP)	WXV338
0002159225	Century Berkshire Cable Corp., (DIP)	KNDV713
0002159227	Century Cable Holdings LLC, (DIP)	KXO480
0002159229	Century Carolina Corporation, (DIP)	KYA708
0002159232	Century Cullman Corp., (DIP)	KNCS964
0002159234	Century Island Associates, Inc., (DIP)	WNMX369
0002159236	Century Kansas Cable Television Corp. (DIP)	WNRC522
0002159240	Century Mississippi Corp., (DIP)	WRK611
0002159242	Century Ohio Cable Television Corp., (DIP)	WNMD682

¹³ The Applicants have filed applications for consent to transfer of control of domestic 214 authority from 1) Adelphia to Time Warner, 2) Adelphia to Comcast, 3) Comcast to Time Warner, and 4) Time Warner to Comcast.

0002159244	Century Wyoming Cable Corp., (DIP)	KNFN972
0002159248	FrontierVision Operating Partners, L.P., (DIP)	KAI939
0002159251	Hilton Head Communications, L.P.	WCW237
0002159253	Kootenai Cable, Inc., (DIP)	KNDK239
0002159255	Mountain Cable Company, L.P., (DIP)	KST750
0002159258	Owensboro-Brunswick, Inc., (DIP)	KNEP792
0002159261	Parnassos, L.P., (DIP)	WPCI360
0002159263	Southwest Colorado Cable, Inc., (DIP)	KNHM865
0002159265	SVHH Cable Acquisition, L.P., (DIP)	KNHB711
0002159267	UCA, LLC, (DIP)	KNEP681
0002159270	Valley Video Inc., (DIP)	WPHV911
0002159276	Wellsville Cablevision, L.L.C., (DIP)	KNEW327
0002159279	Yuma Cablevision, Inc., (DIP)	KBL655
0002159737	Adelphia Central Pennsylvania, LLC, (DIP)	KAV983
0002159755	Adelphia GS Cable, LLC, (DIP)	WNKH753
0002159758	Century Colorado Springs Partnership, (DIP)	WNNY662
0002159788	Century Huntington Company, (DIP)	WNQR362
0002159764	Century Lykens Cable TV Communications Corp.	KNIM644
0002159767	Century Trinidad Cable Television Corp., (DIP)	KJE667
0002159792	Chelsea Communications, L.L.C., (DIP)	KNJM834
0002159800	Scranton Cablevision, Inc., (DIP)	KVN239
0002159864	Mickelson Media of Florida, Inc., (DIP)	WNNQ866
0002159875	Owensboro-Brunswick, Inc., (DIP)	WPZT290
0002159879	Ionian Communications, L.P.	KGE914
0002159883	West Boca Acquisition, L.P., (DIP)	WSQ484
0002159885	SVHH Cable Acquisition, L.P., (DIP)	WSF832
0002159897	Adelphia Company of Western Connecticut, (DIP)	KUP796
0002159902	Better TV, Inc. of Bennington, (DIP)	WNJN274
0002159909	FrontierVision Operating Partners, L.P., (DIP)	KNIN723
0002159912	Lake Champlain Cable Television Corporation, (DIP)	WNGM596
0002159916	Mountain Cable Company, L.P., (DIP)	KNEV877
0002159919	Multi-Channel T.V. Cable Company, (DIP)	KNAV853
0002159923	Three Rivers Cable Associates, L.P., (DIP)	WNQL889
0002159926	UCA, LLC, (DIP)	KUJ362
0002159931	Century-TCI California, L.P., (DIP)	WNMF308
0002159943	Adelphia California Cablevision, LLC, (DIP)	WNTS945
0002159960	Adelphia of the Midwest, Inc., (DIP)	KNJH360
0002159976	Parnassos, L.P., (DIP)	WNAU571
0002159981	Western NY Cablevision, L.P., (DIP)	KVG330
0002160103	Adelphia Cable Partners L.P., (DIP)	KNBQ811
0002160109	Cowlitz Cablevision, Inc., (DIP)	KGQ685
0002163779	Century Huntington Company, (DIP)	KIN464
0002164332	Adelphia GS Cable, LLC, (DIP)	WNFQ557
0002164346	Adelphia Prestige Cablevision, LLC, (DIP)	KNCR396
0002164356	Century Mendocino Cable Television, Inc., (DIP)	WNMD760
0002164364	Chelsea Communications, LLC, (DIP)	KUW324
0002164373	GS Cable, LLC, (DIP)	KUP756
0002164379	Wilderness Cable Company, (DIP)	KME372

Listed below are Pro Forma Assignment applications:

0002164979	Time Warner Entertainment Co., L.P.	WQG372
0002165002	Time Warner Entertainment/ Advance-Newhouse Partnership	KUC787
0002165020	Time Warner Cable Inc.	KNHA621
0002165560	Comcast of Los Angeles, Inc	WNTD907
0002165601	Comcast of Massachusetts/New Hampshire/Ohio, Inc.	WQW327
0002165658	Comcast of Illinois/Texas, Inc.	WNYE223
0002165666	Comcast of Richardson, LP	KNHC697
0002165682	Comcast of Texas, LLC	KNAW439

“Step-Two” Transactions¹⁴

File Number	Licensee	Lead Call Sign
50006GBTC05	CAP Exchange I, LLC	KNJH360
50007IGTC05	CAC Exchange I, LLC	WNXG511
50008IGTC05	Cable Holdco Exchange IV-3, LLC	KIN464
50009IGTC05	Cable Holdco Exchange II LLC	WNNQ866
50010IGTC05	C-Native Exchange II, LP	KNCT914
50011IGTC05	Cable Holdco Exchange III, LLC	KUP796
50012IGTC05	C-Native Exchange I, LLC	WQW327
50013IGTC05	Cable Holdco Exchange IV LLC	KNBQ811
50014IGTC05	C-Native Exchange III, LP	WNYE223
50015IGTC05	Cable Holdco Exchange I LLC	KAV983
50016IGTC05	Cable Holdco III, LLC	KUC787
50017IGTC05	Cable Holdco II, Inc.	WSW583
50018IGTC05	Cable Holdco Exchange V, LLC	WPPW503
50019MGTC05	CAC Exchange I, LLC	WNTS945
50020MGTC05	C-Native Exchange I, LLC	WNTD907

¹⁴ These transfer of control applications reflect proposed “step-two” transactions that are to occur after the associated assignment application is approved, and the assignment is consummated. They have been filed manually because the listed licensee in the transfer of control application is not the current licensee of record, but the entity that will become the licensee of record only after consummation of the proposed “step-one” assignment. See paragraphs 2 – 4 of the Public Notice, *supra*, discussing that some licenses may be involved in two transactions in connection with the proposed Transactions; see Appendix for cross-reference between file numbers for “Step-One” and “Step-Two” transactions.

Appendix

The table below cross-references the "step-one" assignment applications with the associated "step-two" transfer of control applications for the wireless radio licenses. See paragraphs 2 – 4 of the Public Notice, *supra*, discussing that some licenses may be involved in two transactions in connection with the proposed Transactions.

Assignment File Number	Transfer of Control File Number
0002159960	50006GBTC05
0002159976	50006GBTC05
0002159981	50006GBTC05
0002159931	50007IGTC05
0002163779	50008IGTC05
0002159864	50009IGTC05
0002159875	50009IGTC05
0002159883	50009IGTC05
0002165682	50010IGTC05
0002159897	50011IGTC05
0002159902	50011IGTC05
0002159909	50011IGTC05
0002159912	50011IGTC05
0002159916	50011IGTC05
0002159919	50011IGTC05
0002159923	50011IGTC05
0002159926	50011IGTC05
0002165601	50012IGTC05
0002160103	50013IGTC05
0002160109	50013IGTC05
0002165658	50014IGTC05
0002165666	50014IGTC05
0002159737	50015IGTC05
0002159755	50015IGTC05
0002159758	50015IGTC05
0002159764	50015IGTC05
0002159767	50015IGTC05
0002159788	50015IGTC05
0002159792	50015IGTC05
0002159800	50015IGTC05
0002165002	50016IGTC05
0002164979	50017IGTC05
0002165020	50017IGTC05
0002164332	50018IGTC05
0002164346	50018IGTC05
0002164356	50018IGTC05

0002164364
0002164373
0002164379
0002159943
0002165560

50018IGTC05
50018IGTC05
50018IGTC05
50019MGTC05
50020MGTC05